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March 7, 2012

Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, SW
Washington, DC 20554

RE: Applications of Cellco Partnership d/b/a
Verizon Wireless, SpectrumCo LLC, and Cox
TMI Wireless, LLC For Consent To Assign
Licenses; WT Docket No. 12-4
Notice of *Ex Parte* Meeting

Dear Ms. Dortch:

On March 5, 2012, Steven C. Salop of Charles River Associates, Outside Consultant to Sprint Nextel Corporation (“Sprint”); Antoinette Cook Bush, Matthew P. Hendrickson, and the undersigned of this firm, Outside Counsel to Sprint, met with Rick Kaplan, Chief of the Wireless Telecommunications Bureau (“WTB”); Austin Schlick, General Counsel; Marius Schwartz, Chief Economist; James Schlichting, Senior Deputy Bureau Chief of WTB; Joel Rabinovitz of the Office of General Counsel; and Renata Hesse, Senior Counsel to the Chairman for Transactions.

We discussed the “Commercial Agreements” among Verizon Wireless, SpectrumCo, and Cox and the fact that the applicants made major redactions to the copies of these agreements submitted in this proceeding for Commission review. The redacted agreements have also been available for review

by Outside Consultants and Outside Counsel of Record subject to the strict requirements of the “Second Protective Order.”¹

The Sprint representatives pointed out that the Commercial Agreements had been negotiated, executed, and announced at the same time as the agreements for the assignment of AWS spectrum licenses to Verizon and that it was apparent that the Commercial Agreements and the license assignments were part of the same deal. The transactions covered by the Commercial Agreements have the potential to fundamentally transform the competitive landscape of the communications industry, converting the only two terrestrial wired networks in many areas from natural competitors into partners. The Commercial Agreements may contain incentives that will reduce competition and result in fewer choices and higher prices for consumers. Accordingly, careful analysis of the agreements in their native, unredacted form is vital to the Commission’s review.

We urged the Commission staff to take advantage of the experience and expertise of Outside Consultants and Outside Counsel in this proceeding. These professionals regularly structure, draft, and analyze complex commercial transactional documents and would be helpful in sorting through the array of interrelated documents. This assistance, however, will be most effective only with access to unredacted versions of the Commercial Agreements. The interests of the Applicants in protecting their highly confidential information will be protected by the restrictions of the Second Protective Order.

We acknowledged that the Commercial Agreements were also being reviewed by the Department of Justice (“DOJ”) and that Commission personnel had been able to review unredacted documents at DOJ. We noted, however that this was not sufficient for several reasons. This is not an FCC enforcement proceeding; Commission staff should not be studying agreements in a vacuum. They should avail themselves of comments from the public and industry participants. Furthermore, DOJ’s basis for review is not as broad as the Commission’s statutory obligation to determine whether the transaction and the Commercial Agreements will serve the public interest, convenience, and necessity.

¹ *Applications of Cellco Partnership d/b/a Verizon Wireless, SpectrumCo LLC, and Cox TMI Wireless, LLC For Consent To Assign Licenses*; WT Docket No. 12-4 , DA 12-51 (released January 17, 2012) “Second Protective Order.”

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Please let us know if you have any questions or would like additional information regarding these issues.

Sincerely,

/s/

David H. Pawlik
Counsel to Sprint Nextel Corporation

cc: Rick Kaplan
Austin Schlick
Marius Schwartz
James Schlichting
Joel Rabinovitz
Renata Hesse